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*Attorneys for Defendants*

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

-----X  
 MANCHESTER INC., NICE CARS FUNDING,  
 LLC, NICE CARS ACCEPTANCE  
 ACQUISITIONCO, INC. AND NICE CARS  
 OPERATIONS ACQUISITIONCO, INC.,

Plaintiff,

- against -

RAY LYLE, VICTORIA LYLE, GINGER  
 BOND, RAY LYLE II, ROBERT LYLE, AND  
 LEEDOM & ASSOCIATES

Defendants.  
 -----X

:  
 :  
 : 07 CIV 8659 (LTS)  
 : ECF Case  
 :

: **NOTICE OF**  
 : **MOTION TO DISMISS THE**  
 : **SECOND AMENDED COMPLAINT**  
 :

: **ORAL ARGUMENT REQUESTED**  
 :  
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PLEASE TAKE NOTICE that upon the accompanying Memorandum of Law, affidavits of Ginger Bond, sworn to on January 15, 2008, Raymond Lyle II, sworn to on January 15, 2008, and Robert Lyle, sworn to on January 15, 2008, the declaration of Judith A. Lockhart dated January 18, 2008, and upon all prior proceedings and pleadings herein, Defendants Raymond Lyle, Victoria Lyle, Ginger Bond, Raymond Lyle II, and Robert Lyle ("Defendants"), by and through their attorneys Carter Ledyard & Milburn LLP, will move this Court, before the Honorable Laura T. Swain, United States District Judge, at the United States Courthouse, 500 Pearl Street, New York, New York, on a date to be determined by the Court, for an order pursuant to Rule 9(b) and Rules 12(b)(2) and (6) of the Federal Rules of Civil Procedure,

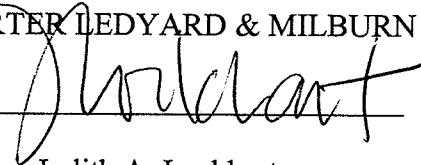
dismissing the Second Amended Complaint and granting such other and further relief as this Court may deem just and proper.

Defendants respectfully request that the Court hear oral argument with respect to this Motion.

Dated: New York, New York  
January 18, 2008

CARTER LEDYARD & MILBURN LLP

By



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